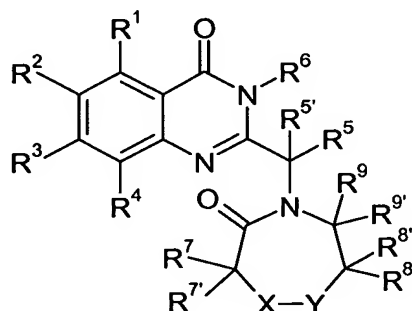


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended) A compound selected from those represented by the formula I:



Formula I

wherein:

R^1 , R^2 , R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R^5 and $R^{5'}$ taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

R^6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R^7 , $R^{7'}$, R^8 , $R^{8'}$, R^9 and $R^{9'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

~~X and Y are each independently chosen from $C(R^{10})(R^{11})$, $N(R^{12})$, O and S~~ One of X and Y is $C(R^{10})(R^{11})$, and the other of X and Y is $N(R^{12})$.

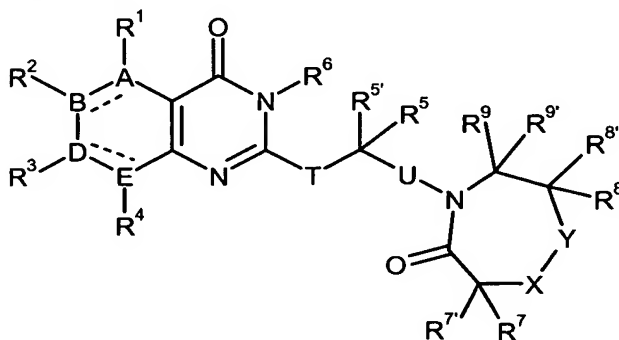
wherein R^{10} and R^{11} are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

R^{12} is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl, or optionally substituted heteroaralkyloxy carbonyl;

wherein the term "heteroaryl" means a 5 or 6 membered heteroaromatic ring containing 1-4 heteroatoms selected from O, N and S; a bicyclic 9 or 10 membered heteroaromatic ring system containing 1-4 heteroatoms selected from O, N and S; or a tricyclic 12-14 membered heteroaromatic ring system containing 1-4 heteroatoms selected from O, N and S;

including single stereoisomers and mixtures of stereoisomers thereof, and pharmaceutically acceptable salts ~~derivatives and solvates~~ thereof.

2. (Currently amended) A compound selected from those represented by the Formula II:



Formula II

wherein:

R^1 , R^2 , R^3 and R^4 are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, dialkylamino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, optionally substituted aryl and optionally substituted heteroaryl;

R^5 and $R^{5'}$ are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R^5 and $R^{5'}$ taken together form an optionally substituted 3- to 7-membered carbocyclic ring;

R⁶ is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

R⁷, R^{7'}, R⁸, R^{8'}, R⁹ and R^{9'} are each independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

~~X and Y are each independently chosen from C(R¹⁰)(R¹¹), N(R¹²), O and S. Some~~
of X and Y is C(R¹⁰)(R¹¹), and the other of X and Y is N(R¹²),

wherein R¹⁰ and R¹¹ are each independently chosen from H, optionally substituted alkyl, optionally substituted aryl and optionally substituted heteroaryl; and

R¹² is H, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, optionally substituted heteroaryloxycarbonyl, optionally substituted aralkyloxycarbonyl, or optionally substituted heteroaralkyloxycarbonyl;

T and U are independently a covalent bond, -C(O)-, or optionally substituted alkylene;

A, B, D and E are independently N, C, CH, O, S or absent, provided that:
no more than one of A, B, D or E is absent;

no more than two of A, B, D and E are -N=, and

A, B, D or E can be O or S only when one of A, B, D or E is absent; and

provided that R¹, R², R³ or R⁴ is absent where A, B, D or E, respectively, is -N=, O, S or absent;

including single stereoisomers and mixtures of stereoisomers thereof,

and pharmaceutically acceptable salts~~derivatives and solvates~~ thereof.

3. (Currently amended) A compound or salt according to claim 2 wherein A, B, D and E are independently chosen from -C= and -N=, T is optionally substituted C₁-C₄ alkylene or is a covalent bond, and U is optionally substituted C₁-C₄ alkylene or is a covalent bond.

4,5 (Canceled)

6. (Currently amended) A compound or salt according to Claim 3 wherein:

R¹, R², R³ and R⁴ are each independently selected from H, halogen, cyano, optionally substituted C₁-C₄ alkyl, C₁-C₄ haloalkyl, optionally substituted C₁-C₄ alkoxy, and C₁-C₄ haloalkoxy;

R⁵ and R^{5'} are each independently selected from H and C₁-C₄ alkyl;

R⁶ is optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄ alkyl- or optionally substituted heteroaryl-C₁-C₄ alkyl;

R⁷, R^{7'}, R⁸, R^{8'}, R⁹ and R^{9'} are each independently selected from H and C₁-C₄ alkyl; and

~~one of X or Y is C(R¹⁰)(R¹⁴), wherein R¹⁰ and R¹¹ are each independently selected from H or C₁-C₄ alkyl, and the other of X or Y is N(R¹²), where; and~~
R¹² is H, C₁-C₄ alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C₁-C₆ alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, C₁-C₆ alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl[[.]]
or optionally substituted heteroaralkyloxy carbonyl, where the optionally substituted aryl or heteroaryl groups or moieties are unsubstituted or substituted with one or more substituents selected from C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, amino, C₁-C₄ alkylamino, di-C₁-C₄ alkylamino, carboxy, C₁-C₄ alkylcarbonyloxy, C₁-C₄ alkoxy carbonyl, carboxamido, C₁-C₄ alkylcarboxamido, aminocarbonyl, C₁-C₄ alkylaminocarbonyl, di-C₁-C₄ alkylaminocarbonyl, cyano, C₁-C₄ alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

7-21 (Canceled)

22. (Currently amended) A compound or salt according to Claim 2 wherein R⁵ and R^{5'} are each attached to a stereogenic center having an R-configuration.

23. (Canceled)

24. (Currently amended) A compound selected from:

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3-Benzyl-7-chloro-2-[2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
3-Benzyl-7-chloro-2-[2-methyl-1-(4-methyl-7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
3-benzyl-7-chloro-2-[(R)-2-methyl-1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one;
2-[1-(Acetyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3-benzyl-7-chloro-3H-quinazolin-4-one;
3-Benzyl-7-chloro-2-[1-(3,3-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3H-quinazolin-4-one;
3-Benzyl- 2-[1-(4-benzyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]- 7-chloro -3H-quinazolin-4-one;
3-Benzyl-7-chloro-2-[1-(7-oxo-[1,4]diazepan-1-yl)-propyl]-3H-quinazolin-4-one; and
3-Benzyl-7-chloro-2-[1-(6,6-dimethyl-7-oxo-[1,4]diazepan-1-yl)-2-methyl-propyl]-3H-quinazolin-4-one;
or a pharmaceutically acceptable ~~derivative or solvates~~salt thereof.

25, 26 (Canceled)

27. (Currently amended) A composition comprising a pharmaceutically acceptable excipient and a compound or salt according to Claim 2.

28. (Currently amended) A composition according to claim 27, wherein said composition further comprises ~~a taxane, a vinca alkaloid, or a topoisomerase I inhibitor~~
an anti-cancer agent selected from taxanes, vinca alkaloids, and topoisomerase I inhibitors.

29. (Canceled)

30. (Currently amended) A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of ~~the~~ a compound or salt according to Claim 2.

31-34 (Canceled)

35. (Currently amended) A compound or salt according to claim 6 wherein:

R^1 , R^2 , R^3 and R^4 are each independently selected from H and halogen;
 R^5 is H and R^5 is C_1 - C_4 alkyl;
 R^6 is optionally substituted phenyl- C_1 - C_4 alkyl-;
 R^9 and $R^{9'}$ are each H, and R^7 and $R^{7'}$ or R^8 and $R^{8'}$ are each independently H or C_1 - C_4 alkyl; and
X is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each independently H or C_1 - C_4 alkyl, and Y is $N(R^{12})$, where R^{12} is H, C_1 - C_4 alkyl, aralkyl, heteroaralkyl, C_1 - C_6 alkylcarbonyl, arylcarbonyl, or heteroarylcarbonyl.

36. (Currently amended) A compound or salt according to claim 35 wherein:
 R^1 , R^2 and R^4 are each H and R^3 is halogen;
 R^5 is H and R^5 is ethyl, cyclopropyl, iso-propyl or t-butyl;
 R^6 is optionally substituted benzyl; and
X is CH_2 , and Y is $N(R^{12})$, where R^{12} is H, methyl, benzyl or acetyl ($-C(O) \text{methyl}$).

37. (Currently amended) A compound or salt according to Claim 1 wherein:
 R^1 , R^2 , R^3 and R^4 are each independently selected from H, halogen, cyano, optionally substituted C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, optionally substituted C_1 - C_4 alkoxy, and C_1 - C_4 haloalkoxy;
 R^5 and $R^{5'}$ are each independently selected from H and C_1 - C_4 alkyl;
 R^6 is optionally substituted C_1 - C_8 alkyl, optionally substituted aryl- C_1 - C_4 alkyl- or optionally substituted heteroaryl- C_1 - C_4 alkyl;
 R^7 , $R^{7'}$, R^8 , $R^{8'}$, R^9 and $R^{9'}$ are each independently selected from H and C_1 - C_4 alkyl; and
~~one of X or Y is $C(R^{10})(R^{11})$, wherein R^{10} and R^{11} are each independently selected from H or and C_1 - C_4 alkyl, and the other of X or Y is $N(R^{12})$, where, and~~
 R^{12} is H, C_1 - C_4 alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, C_1 - C_6 alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted heteroarylcarbonyl, optionally substituted aralkylcarbonyl, optionally substituted heteroaralkylcarbonyl, C_1 - C_6 alkoxycarbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl, optionally substituted aralkyloxy carbonyl[[,]] or optionally substituted heteroaralkyloxy carbonyl, where the optionally substituted aryl or heteroaryl groups or moieties are unsubstituted or substituted with one or more substituents selected from C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_1 -

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C₄ alkoxy, C₁-C₄ haloalkoxy, amino, C₁-C₄ alkylamino, di-C₁-C₄ alkylamino, carboxy, C₁-C₄ alkylcarbonyloxy, C₁-C₄ alkoxycarbonyl, carboxamido, C₁-C₄ alkylcarboxamido, aminocarbonyl, C₁-C₄ alkylaminocarbonyl, di-C₁-C₄ alkylaminocarbonyl, cyano, C₁-C₄ alkylcarbonyl, halogen, hydroxyl, mercapto and nitro.

38. (Currently amended) A compound or salt according to claim 37 wherein:

R¹, R², R³ and R⁴ are each independently selected from H and halogen;

R^{5'} is H and R⁵ is C₁-C₄ alkyl;

R⁶ is optionally substituted phenyl-C₁-C₄ alkyl-;

R⁹ and R^{9'} are each H, and R⁷ and R^{7'} or R⁸ and R^{8'} are each independently H or C₁-C₄ alkyl; and

X is C(R¹⁰)(R¹¹), wherein R¹⁰ and R¹¹ are each independently H or C₁-C₄ alkyl, and Y is N(R¹²), where R¹² is H, C₁-C₄ alkyl, aralkyl, heteroaralkyl, C₁-C₆ alkylcarbonyl, arylcarbonyl, or heteroarylcarbonyl.

39. (Currently amended) A compound or salt according to claim 38 wherein:

R¹, R² and R⁴ are each H and R³ is halogen;

R^{5'} is H and R⁵ is ethyl, cyclopropyl, iso-propyl or t-butyl;

R⁶ is optionally substituted benzyl; and

X is CH₂, and Y is N(R¹²), where R¹² is H, methyl, benzyl or acetyl (-C(O)methyl).